

# VOTE SUMMARY REPORT

Date range covered : 07/01/2022 to 09/30/2022

LOCATION(S): ALL LOCATIONS

INSTITUTION ACCOUNT(S): ALL INSTITUTION ACCOUNTS

## TransDigm Group Incorporated

**Meeting Date:** 07/12/2022      **Country:** USA      **Ticker:** TDG  
**Record Date:** 05/18/2022      **Meeting Type:** Annual  
**Primary Security ID:** 893641100

Shares Voted: 2,900

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Director David Barr	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the remaining director nominees is warranted.</i>				
1.2	Elect Director Jane Cronin	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the remaining director nominees is warranted.</i>				
1.3	Elect Director Mervin Dunn	Mgmt	For	Refer	Withhold
	<i>Voter Rationale: The incumbent compensation committee members Mervin Dunn, Michael Graff, Sean Hennessy, and Robert Small and there is insufficient responsiveness to last year's failed say-on-pay vote.</i>				
1.4	Elect Director Michael Graff	Mgmt	For	Refer	Withhold
	<i>Voter Rationale: The incumbent compensation committee members Mervin Dunn, Michael Graff, Sean Hennessy, and Robert Small and there is insufficient responsiveness to last year's failed say-on-pay vote.</i>				
1.5	Elect Director Sean Hennessy	Mgmt	For	Refer	Withhold
	<i>Voter Rationale: The incumbent compensation committee members Mervin Dunn, Michael Graff, Sean Hennessy, and Robert Small and there is insufficient responsiveness to last year's failed say-on-pay vote.</i>				
1.6	Elect Director W. Nicholas Howley	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the remaining director nominees is warranted.</i>				
1.7	Elect Director Gary E. McCullough	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the remaining director nominees is warranted.</i>				
1.8	Elect Director Michele Santana	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the remaining director nominees is warranted.</i>				
1.9	Elect Director Robert Small	Mgmt	For	Refer	Withhold
	<i>Voter Rationale: The incumbent compensation committee members Mervin Dunn, Michael Graff, Sean Hennessy, and Robert Small and there is insufficient responsiveness to last year's failed say-on-pay vote.</i>				
1.10	Elect Director John Staer	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the remaining director nominees is warranted.</i>				
1.11	Elect Director Kevin Stein	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the remaining director nominees is warranted.</i>				
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>				

## TransDigm Group Incorporated

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against	Against
<p><i>Voter Rationale: A vote AGAINST this proposal is warranted. The compensation committee demonstrated only limited responsiveness to last year's failed say-on-pay vote. While certain prior shareholder concerns were addressed, it was unclear if the committee met with investors following the failed vote and certain concerns, including pay magnitude, appear to remain unmitigated. Further, the committee granted multiple NEOs significant option awards, resulting in the former executive chairman being compensated well above that of the CEO. While the committee introduced changes to option grants, concerns remain regarding overlapping metrics, mid-cycle adjustments, and the magnitude of NEO equity awards.</i></p>					

## Healthcare Realty Trust Incorporated

**Meeting Date:** 07/15/2022      **Country:** USA      **Ticker:** HR  
**Record Date:** 06/10/2022      **Meeting Type:** Special  
**Primary Security ID:** 421946104

Shares Voted: 27,000

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Merger Agreement	Mgmt	For	Refer	For
<p><i>Voter Rationale: Certain shareholders may have concerns about the full valuation and HR's aggressive approach to the sale process, which are heightened by the negative market reaction to the deal announcement. While these concerns are credible, there are demonstrable benefits of scale, potential cost savings, and potential accelerated earnings growth that make it probable that HR shareholders would be marginally better off as shareholders of the combined company. In consideration of these factors, cautionary votes FOR the transaction are warranted.</i></p>					
2	Adjourn Meeting	Mgmt	For	Refer	For
<p><i>Voter Rationale: As support is warranted for the underlying transaction, vote FOR this item.</i></p>					

## PS Business Parks, Inc.

**Meeting Date:** 07/15/2022      **Country:** USA      **Ticker:** PSB  
**Record Date:** 06/07/2022      **Meeting Type:** Special  
**Primary Security ID:** 69360J107

Shares Voted: 3,700

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Merger Agreement	Mgmt	For	Refer	For
<p><i>Voter Rationale: As the sale process was an exclusive negotiation, it did not develop any market-based data to confirm that the merger represents the best available alternative. However, the consideration is a premium to the all-time closing high of PSB shares, the transaction multiples represent premia to historical trading multiples, and the cash consideration provides certainty of value for PSB shareholders amidst a market downturn in industrial REITs. On balance, support FOR the transaction is warranted.</i></p>					
2	Advisory Vote on Golden Parachutes	Mgmt	For	Refer	Against
<p><i>Voter Rationale: A vote AGAINST this proposal is warranted. Although the company does not disclose any severance entitlements for the CEO, and other NEOs' cash severance is double trigger and reasonably based, outstanding equity awards will automatically accelerate upon closing. In addition, the CEO and CFO are expected to receive problematic golden parachute excise tax gross-ups pursuant to recent agreements.</i></p>					

## PS Business Parks, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3	Adjourn Meeting	Mgmt	For	Refer	For

*Voter Rationale: Support is warranted FOR this proposal, as the underlying transaction merits support.*

## Constellation Brands, Inc.

**Meeting Date:** 07/19/2022      **Country:** USA      **Ticker:** STZ  
**Record Date:** 05/20/2022      **Meeting Type:** Annual  
**Primary Security ID:** 21036P108

**Shares Voted:** 9,121

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Director Jennifer M. Daniels	Mgmt	For	For	For
<i>Voter Rationale: A vote FOR the remaining director nominees is warranted.</i>					
1.2	Elect Director Jeremy S. G. Fowden	Mgmt	For	Refer	Withhold
<i>Voter Rationale: WITHHOLD votes are warranted for incumbent Corporate Governance and Responsibility Committee member Jeremy (Jerry) Fowden given concerns regarding the board's oversight function in light of significant share pledging by the chairman and vice chairman, an increase in their pledging activity, and the absence of an anti-pledging policy.</i>					
1.3	Elect Director Jose Manuel Madero Garza	Mgmt	For	For	For
<i>Voter Rationale: A vote FOR the remaining director nominees is warranted.</i>					
1.4	Elect Director Daniel J. McCarthy	Mgmt	For	For	For
<i>Voter Rationale: A vote FOR the remaining director nominees is warranted.</i>					
2	Ratify KPMG LLP as Auditors	Mgmt	For	For	For
<i>Voter Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>					
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
<i>Voter Rationale: A vote FOR this proposal is warranted as pay-and-performance are reasonably aligned for the year in review. Annual incentives were determined by pre-set financial metrics. However, the long-term equity awards remain mostly time-based.</i>					

## McKesson Corporation

**Meeting Date:** 07/22/2022      **Country:** USA      **Ticker:** MCK  
**Record Date:** 05/27/2022      **Meeting Type:** Annual  
**Primary Security ID:** 58155Q103

**Shares Voted:** 8,352

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Richard H. Carmona	Mgmt	For	For	For
<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>					

## McKesson Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1b	Elect Director Dominic J. Caruso	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1c	Elect Director W. Roy Dunbar	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1d	Elect Director James H. Hinton	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1e	Elect Director Donald R. Knauss	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1f	Elect Director Bradley E. Lerman	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1g	Elect Director Linda P. Mantia	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1h	Elect Director Maria Martinez	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1i	Elect Director Susan R. Salka	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1j	Elect Director Brian S. Tyler	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1k	Elect Director Kathleen Wilson-Thompson	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
4	Approve Omnibus Stock Plan	Mgmt	For	For	For
5	Amend Qualified Employee Stock Purchase Plan	Mgmt	For	For	For
6	Reduce Ownership Threshold for Shareholders to Call Special Meeting	SH	Against	For	For
	<i>Voter Rationale: A vote FOR this proposal is warranted given that the lower ownership threshold would enhance shareholders' rights, while the company's size and the composition of its shareholder base mitigate concerns about potential abuse of the right.</i>				
7	Adopt Policy on 10b5-1 Plans	SH	Against	For	For
	<i>Voter Rationale: A vote FOR the proposal is warranted. The proposed safeguards would improve the principles of the 10b5-1 plans established by the company's officers and directors, and are not considered overly burdensome.</i>				

## Linde Plc

**Meeting Date:** 07/25/2022

**Country:** Ireland

**Ticker:** LIN

**Record Date:** 07/23/2022

**Meeting Type:** Annual

**Primary Security ID:** G5494J103

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Stephen F. Angel	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1b	Elect Director Sanjiv Lamba	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1c	Elect Director Ann-Kristin Achleitner	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1d	Elect Director Thomas Enders	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1e	Elect Director Edward G. Galante	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1f	Elect Director Joe Kaeser	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1g	Elect Director Victoria E. Ossadnik	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1h	Elect Director Martin H. Richenhagen	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1i	Elect Director Alberto Weisser	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1j	Elect Director Robert L. Wood	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
2a	Ratify PricewaterhouseCoopers as Auditors	Mgmt	For	For	For
2b	Authorise Board to Fix Remuneration of Auditors	Mgmt	For	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
4	Approve Remuneration Report	Mgmt	For	For	For
5	Determine Price Range for Reissuance of Treasury Shares	Mgmt	For	For	For
6	Adopt Simple Majority Vote	SH	Against	For	For
	<i>Voter Rationale: A vote FOR this proposal is warranted given that elimination of the supermajority vote requirement, where legally permissible, would enhance shareholder rights.</i>				

## DXC Technology Company

Meeting Date: 07/26/2022

Country: USA

Ticker: DXC

Record Date: 05/27/2022

Meeting Type: Annual

Primary Security ID: 23355L106

## DXC Technology Company

Shares Voted: 13,546

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Mukesh Aghi	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1b	Elect Director Amy E. Alving	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1c	Elect Director David A. Barnes	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1d	Elect Director Raul J. Fernandez	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1e	Elect Director David L. Herzog	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1f	Elect Director Dawn Rogers	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1g	Elect Director Michael J. Salvino	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1h	Elect Director Carrie W. Teffner	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1i	Elect Director Akihiko Washington	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1j	Elect Director Robert F. Woods	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For

## VF Corporation

Meeting Date: 07/26/2022

Country: USA

Ticker: VFC

Record Date: 05/27/2022

Meeting Type: Annual

Primary Security ID: 918204108

Shares Voted: 17,876

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Director Richard T. Carucci	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.2	Elect Director Alex Cho	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				

## VF Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.3	Elect Director Juliana L. Chugg	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.4	Elect Director Benno Dorer	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.5	Elect Director Mark S. Hoplamazian	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.6	Elect Director Laura W. Lang	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.7	Elect Director W. Rodney McMullen	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.8	Elect Director Clarence Otis, Jr.	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.9	Elect Director Steven E. Rendle	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.10	Elect Director Carol L. Roberts	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.11	Elect Director Matthew J. Shattock	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against	Against
	<i>Voter Rationale: A vote AGAINST this proposal is warranted. A pay-for-performance misalignment exists for the year under review and mitigating factors could not be identified. Although annual and long-term incentives are sufficiently tied to objective performance metrics, concern is raised regarding the CEO's relatively high target LTI value, which has increased incrementally over the past several years as the company's TSR has lagged comparators. In addition, one NEO received a retention grant in FY22 that lacks any performance conditions.</i>				
3	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For	For

## Jazz Pharmaceuticals plc

**Meeting Date:** 07/28/2022

**Country:** Ireland

**Ticker:** JAZZ

**Record Date:** 06/01/2022

**Meeting Type:** Annual

**Primary Security ID:** G50871105

**Shares Voted:** 11,200

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Jennifer E. Cook	Mgmt	For	For	For
1b	Elect Director Patrick G. Enright	Mgmt	For	For	For
1c	Elect Director Seamus Mulligan	Mgmt	For	For	For
1d	Elect Director Norbert G. Riedel	Mgmt	For	For	For

## Jazz Pharmaceuticals plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2	Approve KPMG, Dublin as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
4	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	Against	Against
<p><i>Voter Rationale: A vote AGAINST this resolution is warranted, with caution. Although the proposed amount exceeds the recommended limit of 10 percent of issued share capital under Irish policy, shareholders may wish to take into account that the company is listed solely in the United States, and that the limits under the company's proposal correspond to the magnitude of share issuances that do not generally require shareholder approval under Nasdaq listing rules.</i></p>					
5	Adjourn Meeting	Mgmt	For	Against	Against
<p><i>Voter Rationale: A vote AGAINST this proposal is warranted, with caution, given that support for Item 4 is not warranted.</i></p>					

## Kyndryl Holdings, Inc.

**Meeting Date:** 07/28/2022      **Country:** USA      **Ticker:** KD  
**Record Date:** 05/31/2022      **Meeting Type:** Annual  
**Primary Security ID:** 50155Q100

Shares Voted: 32,789

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Janina Kugel	Mgmt	For	For	For
<p><i>Voter Rationale: A vote FOR the director nominees is warranted.</i></p>					
1b	Elect Director Denis Machuel	Mgmt	For	For	For
<p><i>Voter Rationale: A vote FOR the director nominees is warranted.</i></p>					
1c	Elect Director Rahul N. Merchant	Mgmt	For	For	For
<p><i>Voter Rationale: A vote FOR the director nominees is warranted.</i></p>					
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year	One Year
4	Amend Omnibus Stock Plan	Mgmt	For	For	For
5	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For	For

## STERIS plc

**Meeting Date:** 07/28/2022      **Country:** Ireland      **Ticker:** STE  
**Record Date:** 06/01/2022      **Meeting Type:** Annual  
**Primary Security ID:** G8473T100



Shares Voted: 5,550

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Richard C. Breeden	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1b	Elect Director Daniel A. Carestio	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1c	Elect Director Cynthia L. Feldmann	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1d	Elect Director Christopher S. Holland	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1e	Elect Director Jacqueline B. Kosecoff	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1f	Elect Director Paul E. Martin	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1g	Elect Director Nirav R. Shah	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1h	Elect Director Mohsen M. Sohi	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1i	Elect Director Richard M. Steeves	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	For
3	Appoint Ernst & Young Chartered Accountants as Irish Statutory Auditor	Mgmt	For	For	For
4	Authorise Board to Fix Remuneration of Auditors	Mgmt	For	For	For
5	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For

Cirrus Logic, Inc.

Meeting Date: 07/29/2022

Country: USA

Ticker: CRUS

Record Date: 05/31/2022

Meeting Type: Annual

Primary Security ID: 172755100

Shares Voted: 10,500

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Director John C. Carter	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				

## Cirrus Logic, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.2	Elect Director Alexander M. Davern	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.3	Elect Director Timothy R. Dehne	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.4	Elect Director John M. Forsyth	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.5	Elect Director Deirdre R. Hanford	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.6	Elect Director Raghib Hussain	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.7	Elect Director Catherine P. Lego	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.8	Elect Director David J. Tupman	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
4	Amend Omnibus Stock Plan	Mgmt	For	For	For

## Capri Holdings Limited

**Meeting Date:** 08/03/2022

**Country:** Virgin Isl (UK)

**Ticker:** CPRI

**Record Date:** 06/06/2022

**Meeting Type:** Annual

**Primary Security ID:** G1890L107

**Shares Voted:** 27,000

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Judy Gibbons	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1b	Elect Director Jane Thompson	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
4	Amend Omnibus Stock Plan	Mgmt	For	For	For

## American Campus Communities, Inc.

Meeting Date: 08/04/2022

Country: USA

Ticker: ACC

Record Date: 06/14/2022

Meeting Type: Special

Primary Security ID: 024835100

Shares Voted: 25,400

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Merger Agreement	Mgmt	For	Refer	For
	<i>Voter Rationale: The consideration represents a premium to the all-time closing high, there is downside risk to non-approval, and the cash form of consideration provides liquidity and certainty of value to ACC shareholders in a declining market for apartment REITs. As such, support FOR the transaction is warranted.</i>				
2	Advisory Vote on Golden Parachutes	Mgmt	For	Refer	For
	<i>Voter Rationale: A vote FOR this proposal is warranted. Although outstanding equity awards are single trigger, cash severance is double trigger with a reasonable basis, no excise tax gross ups are anticipated to be paid.</i>				
3	Adjourn Meeting	Mgmt	For	Refer	For
	<i>Voter Rationale: Support FOR this proposal is warranted, as the underlying transaction merits support.</i>				

## EnerSys

Meeting Date: 08/04/2022

Country: USA

Ticker: ENS

Record Date: 06/09/2022

Meeting Type: Annual

Primary Security ID: 29275Y102

Shares Voted: 7,500

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Director Howard I. Hoffen	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.2	Elect Director David M. Shaffer	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.3	Elect Director Ronald P. Vargo	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For

## Ralph Lauren Corporation

Meeting Date: 08/04/2022

Country: USA

Ticker: RL

Record Date: 06/06/2022

Meeting Type: Annual

Primary Security ID: 751212101

# Ralph Lauren Corporation

Shares Voted: 2,564

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Director Michael A. George	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.2	Elect Director Linda Findley	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.3	Elect Director Hubert Joly	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For

# Tesla, Inc.

Meeting Date: 08/04/2022

Country: USA

Ticker: TSLA

Record Date: 06/06/2022

Meeting Type: Annual

Primary Security ID: 88160R101

Shares Voted: 46,400

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Director Ira Ehrenpreis	Mgmt	For	Refer	Against
	<i>Voter Rationale: A vote AGAINST Ira Ehrenpreis and Kathleen Wilson-Thompson is warranted, in lieu of any audit committee member on ballot, given continuing concerns about the board's risk oversight in light of the pledging of a significant amount of the company's stock by certain directors. A vote AGAINST Ira Ehrenpreis and Kathleen Wilson-Thompson is further warranted, in their capacity as members of the Nominating and Corporate Governance Committee, given the board's insufficient responsiveness to a majority-supported shareholder proposal.</i>				
1.2	Elect Director Kathleen Wilson-Thompson	Mgmt	For	Refer	Against
	<i>Voter Rationale: A vote AGAINST Ira Ehrenpreis and Kathleen Wilson-Thompson is warranted, in lieu of any audit committee member on ballot, given continuing concerns about the board's risk oversight in light of the pledging of a significant amount of the company's stock by certain directors. A vote AGAINST Ira Ehrenpreis and Kathleen Wilson-Thompson is further warranted, in their capacity as members of the Nominating and Corporate Governance Committee, given the board's insufficient responsiveness to a majority-supported shareholder proposal.</i>				
2	Reduce Director Terms from Three to Two Years	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR this proposal is warranted. The reduction from a three-class to a two-class board structure, while falling short of full declassification, will represent an improvement in board accountability to shareholders.</i>				
3	Eliminate Supermajority Voting Provisions	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.</i>				
4	Increase Authorized Common Stock	Mgmt	For	For	For
	<i>Voter Rationale: Considering that the increase in authorized common stock is proportionate to the board's proposed 3-for-1 stock split and that the company's share price has increased significantly in the past two years, a vote FOR this proposal is warranted.</i>				

## Tesla, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
5	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For	For
<i>Voter Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>					
6	Adopt Proxy Access Right	SH	Against	For	For
<i>Voter Rationale: A vote FOR this proposal is warranted, as adoption of proxy access will enhance shareholder rights.</i>					
7	Report on Efforts to Prevent Harassment and Discrimination in the Workplace	SH	Against	For	For
<i>Voter Rationale: A vote FOR this resolution is warranted, as the company has faced recent attention for allegations of harassment and discrimination in the workplace, and increased transparency would help shareholders assess how the company is managing associated risks.</i>					
8	Report on Racial and Gender Board Diversity	SH	Against	Against	Against
<i>Voter Rationale: A vote AGAINST this resolution is warranted because the company is not significantly lagging behind its peers in board diversity, and it provides sufficient disclosure on board diversity data and nomination processes.</i>					
9	Report on the Impacts of Using Mandatory Arbitration	SH	Against	For	For
<i>Voter Rationale: A vote FOR this proposal is warranted because more information on the impact that the company's standard arbitration provision has on Tesla's employees would allow shareholders to better evaluate risks related to several recent controversies; and may bring information to light that could result in improved recruitment, development and retention.</i>					
10	Report on Corporate Climate Lobbying in line with Paris Agreement	SH	Against	For	For
<i>Voter Rationale: A vote FOR this resolution is warranted, because an evaluation of how the company's lobbying activities align with the Paris Agreement goals would provide information that would allow shareholders to better evaluate the company's risk related to its lobbying activities.</i>					
11	Adopt a Policy on Respecting Rights to Freedom of Association and Collective Bargaining	SH	Against	For	For
<i>Voter Rationale: A vote FOR this proposal is warranted, because this policy may benefit shareholders by improving the company's management of related risks; and the company already has a similar policy in place for its suppliers.</i>					
12	Report on Eradicating Child Labor in Battery Supply Chain	SH	Against	Against	Against
<i>Voter Rationale: A vote AGAINST this proposal is warranted as the company provides sufficient disclosures of its processes for risk management and continual review in its battery supply chain.</i>					
13	Report on Water Risk Exposure	SH	Against	For	For
<i>Voter Rationale: A vote FOR this proposal is warranted. Shareholders would benefit from increased disclosure regarding how the company is managing water risks.</i>					

## Eagle Materials Inc.

**Meeting Date:** 08/05/2022

**Country:** USA

**Ticker:** EXP

**Record Date:** 06/08/2022

**Meeting Type:** Annual

**Primary Security ID:** 26969P108

**Shares Voted:** 7,249

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director George J. Damiris	Mgmt	For	For	For
<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>					

## Eagle Materials Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1b	Elect Director Martin M. Ellen	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1c	Elect Director David B. Powers	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	For

## Haemonetics Corporation

**Meeting Date:** 08/05/2022      **Country:** USA      **Ticker:** HAE  
**Record Date:** 06/02/2022      **Meeting Type:** Annual  
**Primary Security ID:** 405024100

**Shares Voted:** 9,300

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Director Robert E. Abernathy	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.2	Elect Director Catherine M. Burzik	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.3	Elect Director Michael J. Coyle	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.4	Elect Director Charles J. Dockendorff	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.5	Elect Director Lloyd E. Johnson	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.6	Elect Director Mark W. Kroll	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.7	Elect Director Claire Pomeroy	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.8	Elect Director Christopher A. Simon	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.9	Elect Director Ellen M. Zane	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	For

## LiveRamp Holdings, Inc.

Meeting Date: 08/09/2022

Country: USA

Ticker: RAMP

Record Date: 06/13/2022

Meeting Type: Annual

Primary Security ID: 53815P108

Shares Voted: 12,492

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Clark M. Kokich	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1b	Elect Director Kamakshi Sivaramakrishnan	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
2	Amend Omnibus Stock Plan	Mgmt	For	Against	Against
	<i>Voter Rationale: Based on an evaluation of the estimated cost, plan features, and grant practices using the Equity Plan Scorecard (EPSC), a vote AGAINST this proposal is warranted due to the following key factors: * The plan cost is excessive; * The disclosure of change-in-control ("CIC") vesting treatment is incomplete (or is otherwise considered discretionary); and * The plan allows broad discretion to accelerate vesting.</i>				
3	Amend Qualified Employee Stock Purchase Plan	Mgmt	For	For	For
4	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
5	Ratify KPMG LLP as Auditors	Mgmt	For	For	For

## Qorvo, Inc.

Meeting Date: 08/09/2022

Country: USA

Ticker: QRVO

Record Date: 06/16/2022

Meeting Type: Annual

Primary Security ID: 74736K101

Shares Voted: 6,050

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Director Ralph G. Quinsey	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.2	Elect Director Robert A. Bruggeworth	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.3	Elect Director Judy Bruner	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.4	Elect Director Jeffery R. Gardner	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.5	Elect Director John R. Harding	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.6	Elect Director David H. Y. Ho	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				

## Qorvo, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.7	Elect Director Roderick D. Nelson	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.8	Elect Director Walden C. Rhines	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.9	Elect Director Susan L. Spradley	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
3	Approve Omnibus Stock Plan	Mgmt	For	For	For
4	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	For

## ABIOMED, Inc.

**Meeting Date:** 08/10/2022      **Country:** USA      **Ticker:** ABMD  
**Record Date:** 06/13/2022      **Meeting Type:** Annual  
**Primary Security ID:** 003654100

Shares Voted: 2,550

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Director Michael R. Minogue	Mgmt	For	For	For
	<i>Voter Rationale: A WITHHOLD vote is warranted for compensation committee member Martin Sutter given the committee's lack of responsiveness to relatively low support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.</i>				
1.2	Elect Director Martin P. Sutter	Mgmt	For	Refer	Withhold
	<i>Voter Rationale: A WITHHOLD vote is warranted for compensation committee member Martin Sutter given the committee's lack of responsiveness to relatively low support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.</i>				
1.3	Elect Director Paula A. Johnson	Mgmt	For	For	For
	<i>Voter Rationale: A WITHHOLD vote is warranted for compensation committee member Martin Sutter given the committee's lack of responsiveness to relatively low support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.</i>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against	Against
	<i>Voter Rationale: A vote AGAINST this proposal is warranted. After receiving relatively low support for last year's say-on-pay proposal, the compensation committee did not take any meaningful actions to address shareholders' concerns. The company does not make a firm commitment not to grant special awards outside of extraordinary circumstances and no changes have been made to the LTI program since the 2021 say-on-pay vote. In addition, the 2022 proxy statement does not appear to provide any material improvement in disclosure surrounding the annual and long-term incentive metrics. Accordingly, the compensation committee has not sufficiently responded to shareholders' concerns. In addition, pay-for-performance concerns exist for the year under review. Lack of disclosure remains a significant concern with respect to annual and long-term performance metrics, which is magnified given the CEO's relatively high target bonus opportunity and above-target payout. The lack of robust disclosure impedes investors' ability to assess the rigor of incentive pay programs and pay-performance linkage. The committee's discretion to determine payouts within a pre-determined range further diminishes the transparency of the annual incentive program. In addition, the primary metric used for the LTI program continues to be based on a one-year performance period and overlaps with one of the primary metrics under the annual incentive program, raising concerns about the long-term focus of the LTI program and the possibility of duplicative payments for achieving the same goal.</i>				



## ABIOMED, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For	For

## Electronic Arts Inc.

**Meeting Date:** 08/11/2022      **Country:** USA      **Ticker:** EA  
**Record Date:** 06/17/2022      **Meeting Type:** Annual  
**Primary Security ID:** 285512109

Shares Voted: 15,563

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Kofi A. Bruce	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1b	Elect Director Rachel A. Gonzalez	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1c	Elect Director Jeffrey T. Huber	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1d	Elect Director Talbott Roche	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1e	Elect Director Richard A. Simonson	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1f	Elect Director Luis A. Ubinas	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1g	Elect Director Heidi J. Ueberroth	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1h	Elect Director Andrew Wilson	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
3	Ratify KPMG LLP as Auditors	Mgmt	For	For	For
4	Amend Omnibus Stock Plan	Mgmt	For	For	For
5	Reduce Ownership Threshold for Shareholders to Call Special Meetings to 15%	Mgmt	For	For	For
6	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	SH	Against	For	For

*Voter Rationale: A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting, and it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms.*

## Neogen Corporation

Meeting Date: 08/17/2022

Country: USA

Ticker: NEOG

Record Date: 07/05/2022

Meeting Type: Special

Primary Security ID: 640491106

Shares Voted: 16,900

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Issue Shares in Connection with Acquisition	Mgmt	For	Refer	For
	<p><i>Voter Rationale: The underperformance of NEOG shares through July 29, 2022 is concerning, but does not appear to be linked to the proposed transaction. Investors reacted positively to the initial announcement, and the share price declined later in response to earnings misses. Although pre-merger NEOG shareholders will hold less than the majority of the combined company, the strategic rationale appears logical, as the combined company will have higher exposure to the attractive food safety business, will be larger and more diversified, and is expected to have an improved margin and cash flow profile. Moreover, the deal is expected to result in cost and other synergies. As such, support FOR the proposed transaction is warranted.</i></p>				
2	Amend Charter	Mgmt	For	Refer	For
	<p><i>Voter Rationale: A vote FOR this proposal is warranted. The requested increase in the size of the board appears to be appropriate for a company of this size, and the increase is necessary in order to permit the appointment of two new directors who will be designated by 3M Company. In addition, the proposed increase in the number of authorized shares of common stock is reasonable and there are no substantial concerns with the company's past use of shares.</i></p>				
3	Approve Increase in Size of Board	Mgmt	For	Refer	For
	<p><i>Voter Rationale: A vote FOR this proposal is warranted. The requested increase in the size of the board appears to be appropriate for a company of this size, and the increase is necessary in order to permit the appointment of two new directors who will be designated by 3M Company.</i></p>				
4	Permit Board to Amend Bylaws Without Shareholder Consent	Mgmt	For	Refer	For
	<p><i>Voter Rationale: As this proposal would allow the board to amend the bylaws while preserving shareholders' concurrent ability to do so, a vote FOR this proposal is warranted.</i></p>				
5	Adjourn Meeting	Mgmt	For	Refer	For
	<p><i>Voter Rationale: A vote FOR this proposal as Items 1, 2 and 3 warrant shareholder support.</i></p>				

## The J. M. Smucker Company

Meeting Date: 08/17/2022

Country: USA

Ticker: SJM

Record Date: 06/21/2022

Meeting Type: Annual

Primary Security ID: 832696405

Shares Voted: 6,022

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Susan E. Chapman-Hughes	Mgmt	For	For	For
	<p><i>Voter Rationale: A vote FOR the director nominees is warranted.</i></p>				
1b	Elect Director Paul J. Dolan	Mgmt	For	For	For
	<p><i>Voter Rationale: A vote FOR the director nominees is warranted.</i></p>				
1c	Elect Director Jay L. Henderson	Mgmt	For	For	For
	<p><i>Voter Rationale: A vote FOR the director nominees is warranted.</i></p>				

## The J. M. Smucker Company

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1d	Elect Director Jonathan E. Johnson, III	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1e	Elect Director Kirk L. Perry	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1f	Elect Director Sandra Pinalto	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1g	Elect Director Alex Shumate	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1h	Elect Director Mark T. Smucker	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1i	Elect Director Richard K. Smucker	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1j	Elect Director Jodi L. Taylor	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1k	Elect Director Dawn C. Willoughby	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
4	Amend Votes Per Share of Existing Stock	Mgmt	For	For	For

## Microchip Technology Incorporated

**Meeting Date:** 08/23/2022      **Country:** USA      **Ticker:** MCHP  
**Record Date:** 06/24/2022      **Meeting Type:** Annual  
**Primary Security ID:** 595017104

Shares Voted: 30,800

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Director Matthew W. Chapman	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.2	Elect Director Esther L. Johnson	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.3	Elect Director Karlton D. Johnson	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.4	Elect Director Wade F. Meyercord	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				

## Microchip Technology Incorporated

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.5	Elect Director Ganesh Moorthy	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.6	Elect Director Karen M. Rapp	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.7	Elect Director Steve Sanghi	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For

## Commvault Systems, Inc.

**Meeting Date:** 08/24/2022      **Country:** USA      **Ticker:** CVLT  
**Record Date:** 06/30/2022      **Meeting Type:** Annual  
**Primary Security ID:** 204166102

Shares Voted: 7,000

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Director Nicholas Adamo	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.2	Elect Director Martha H. Bejar	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.3	Elect Director David F. Walker	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.4	Elect Director Keith Geeslin	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.5	Elect Director Vivie "YY" Lee	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.6	Elect Director Sanjay Mirchandani	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	For
4	Amend Omnibus Stock Plan	Mgmt	For	For	For

## Helen of Troy Limited

**Meeting Date:** 08/24/2022      **Country:** Bermuda      **Ticker:** HELE  
**Record Date:** 06/22/2022      **Meeting Type:** Annual  
**Primary Security ID:** G4388N106

## Helen of Troy Limited

Shares Voted: 4,400

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Julien R. Mininberg	Mgmt	For	For	For
1b	Elect Director Timothy F. Meeker	Mgmt	For	For	For
1c	Elect Director Krista L. Berry	Mgmt	For	For	For
1d	Elect Director Vincent D. Carson	Mgmt	For	For	For
1e	Elect Director Thurman K. Case	Mgmt	For	For	For
1f	Elect Director Tabata L. Gomez	Mgmt	For	For	For
1g	Elect Director Elena B. Otero	Mgmt	For	For	For
1h	Elect Director Beryl B. Raff	Mgmt	For	For	For
1i	Elect Director Darren G. Woody	Mgmt	For	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
3	Approve Grant Thornton LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For

## Casey's General Stores, Inc.

Meeting Date: 08/30/2022

Country: USA

Ticker: CASY

Record Date: 06/30/2022

Meeting Type: Annual

Primary Security ID: 147528103

Shares Voted: 5,800

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director H. Lynn Horak	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1b	Elect Director Diane C. Bridgewater	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1c	Elect Director Sri Donthi	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1d	Elect Director Donald E. Frieson	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1e	Elect Director Cara K. Heiden	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1f	Elect Director David K. Lenhardt	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				

## Casey's General Stores, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1g	Elect Director Darren M. Rebelez	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1h	Elect Director Larree M. Renda	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1i	Elect Director Judy A. Schmeling	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1j	Elect Director Gregory A. Trojan	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1k	Elect Director Allison M. Wing	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
2	Ratify KPMG LLP as Auditors	Mgmt	For	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For

## Nielsen Holdings Plc

**Meeting Date:** 09/01/2022      **Country:** United Kingdom      **Ticker:** NLSN  
**Record Date:** 08/16/2022      **Meeting Type:** Special  
**Primary Security ID:** G6518L108

**Shares Voted:** 19,900

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Matters Relating to Merger	Mgmt	For	Refer	For
	<i>Voter Rationale: A vote FOR this proposal is warranted. Concerns stemming from the limited sale process, the slight discount to the trailing one-year high closing price, and the shareholder opposition are collectively mitigated by the recent history of transaction-related developments, the valuation, and the downside risk of non-approval.</i>				
2	Advisory Vote on Golden Parachutes	Mgmt	For	Refer	For
	<i>Voter Rationale: A vote FOR this proposal is warranted. While equity awards will be automatically accelerated upon the merger close, cash severance is double trigger and of a reasonable basis. Further, no excise tax gross-ups are payable.</i>				

## Nielsen Holdings plc

**Meeting Date:** 09/01/2022      **Country:** United Kingdom      **Ticker:** NLSN  
**Record Date:** 08/16/2022      **Meeting Type:** Court  
**Primary Security ID:** G6518L108

**Shares Voted:** 19,900

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Court Meeting	Mgmt			

## Nielsen Holdings plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Scheme of Arrangement	Mgmt	For	Refer	For
<p><i>Voter Rationale: A vote FOR this proposal is warranted. Concerns stemming from the limited sale process, the slight discount to the trailing one-year high closing price, and the shareholder opposition are mitigated by the recent history of transaction-related developments, the valuation, and the downside risk of non-approval.</i></p>					

## Viasat, Inc.

**Meeting Date:** 09/01/2022      **Country:** USA      **Ticker:** VSAT  
**Record Date:** 07/07/2022      **Meeting Type:** Annual  
**Primary Security ID:** 92552V100

Shares Voted: 11,700

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Richard Baldrige	Mgmt	For	For	For
<p><i>Voter Rationale: A vote FOR the director nominees is warranted.</i></p>					
1b	Elect Director James Bridenstine	Mgmt	For	For	For
<p><i>Voter Rationale: A vote FOR the director nominees is warranted.</i></p>					
1c	Elect Director Sean Pak	Mgmt	For	For	For
<p><i>Voter Rationale: A vote FOR the director nominees is warranted.</i></p>					
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
4	Amend Omnibus Stock Plan	Mgmt	For	For	For

## NetApp, Inc.

**Meeting Date:** 09/09/2022      **Country:** USA      **Ticker:** NTAP  
**Record Date:** 07/13/2022      **Meeting Type:** Annual  
**Primary Security ID:** 64110D104

Shares Voted: 11,701

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director T. Michael Nevens	Mgmt	For	For	For
<p><i>Voter Rationale: Votes FOR T. Michael Nevens, Kathryn Hill, and George Shaheen are warranted, with caution, for insufficient disclosure of details following majority support received for a shareholder proposal. A vote FOR the remaining director nominees is warranted.</i></p>					
1b	Elect Director Deepak Ahuja	Mgmt	For	For	For
<p><i>Voter Rationale: Votes FOR T. Michael Nevens, Kathryn Hill, and George Shaheen are warranted, with caution, for insufficient disclosure of details following majority support received for a shareholder proposal. A vote FOR the remaining director nominees is warranted.</i></p>					

## NetApp, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1c	Elect Director Gerald Held	Mgmt	For	For	For
	<i>Voter Rationale: Votes FOR T. Michael Nevens, Kathryn Hill, and George Shaheen are warranted, with caution, for insufficient disclosure of details following majority support received for a shareholder proposal. A vote FOR the remaining director nominees is warranted.</i>				
1d	Elect Director Kathryn M. Hill	Mgmt	For	For	For
	<i>Voter Rationale: Votes FOR T. Michael Nevens, Kathryn Hill, and George Shaheen are warranted, with caution, for insufficient disclosure of details following majority support received for a shareholder proposal. A vote FOR the remaining director nominees is warranted.</i>				
1e	Elect Director Deborah L. Kerr	Mgmt	For	For	For
	<i>Voter Rationale: Votes FOR T. Michael Nevens, Kathryn Hill, and George Shaheen are warranted, with caution, for insufficient disclosure of details following majority support received for a shareholder proposal. A vote FOR the remaining director nominees is warranted.</i>				
1f	Elect Director George Kurian	Mgmt	For	For	For
	<i>Voter Rationale: Votes FOR T. Michael Nevens, Kathryn Hill, and George Shaheen are warranted, with caution, for insufficient disclosure of details following majority support received for a shareholder proposal. A vote FOR the remaining director nominees is warranted.</i>				
1g	Elect Director Carrie Palin	Mgmt	For	For	For
	<i>Voter Rationale: Votes FOR T. Michael Nevens, Kathryn Hill, and George Shaheen are warranted, with caution, for insufficient disclosure of details following majority support received for a shareholder proposal. A vote FOR the remaining director nominees is warranted.</i>				
1h	Elect Director Scott F. Schenkel	Mgmt	For	For	For
	<i>Voter Rationale: Votes FOR T. Michael Nevens, Kathryn Hill, and George Shaheen are warranted, with caution, for insufficient disclosure of details following majority support received for a shareholder proposal. A vote FOR the remaining director nominees is warranted.</i>				
1i	Elect Director George T. Shaheen	Mgmt	For	For	For
	<i>Voter Rationale: Votes FOR T. Michael Nevens, Kathryn Hill, and George Shaheen are warranted, with caution, for insufficient disclosure of details following majority support received for a shareholder proposal. A vote FOR the remaining director nominees is warranted.</i>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For	For
4	Reduce Ownership Threshold for Shareholders to Call Special Meeting	SH	Against	For	For
	<i>Voter Rationale: A vote FOR this proposal is warranted. Lowering the ownership threshold from 25 percent to 10 percent would improve shareholders' ability to use the special meeting right.</i>				

## NIKE, Inc.

**Meeting Date:** 09/09/2022

**Country:** USA

**Ticker:** NKE

**Record Date:** 07/08/2022

**Meeting Type:** Annual

**Primary Security ID:** 654106103

**Shares Voted:** 70,748

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Alan B. Graf, Jr.	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				



## NIKE, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1b	Elect Director Peter B. Henry	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1c	Elect Director Michelle A. Peluso	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against	Against
	<i>Voter Rationale: There are significant concerns identified regarding LTI program structure and STI adjustments for the year in review. For FY22, the committee replaced the long-term cash component of the pay program with PSUs. Due to disclosure requirements, total CEO pay includes closing-cycle long-term cash award payouts and PSUs granted in FY22. Although PSUs are based on clearly disclosed multi-year goals that target outperformance, the relatively small weighting of performance-conditioned long-term incentives remains an ongoing concern. The large majority of FY22 LTI awards lack performance-vesting criteria, and the weighting of time-vesting awards was increased in FY22. While the committee committed to increase the weighting of PSUs to 50 percent, the proxy indicates the weighting of PSUs will increase to this percentage "phased in over multiple years." Such vague language makes it difficult to assess the impact of this commitment or the structure of the LTI program going forward. Given that many investors expect at least 50 percent of long-term incentives to carry rigorous performance-vesting criteria, some investors may expect this transition to occur more rapidly. In addition, the committee adjusted the STI performance period from an annual period to two six-month periods at the end of FY22 due to pandemic-related impacts, when threshold goals under the original structure were not achieved. While the committee's decision to not provide the CEO a payout provides some mitigating weight to this decision, the action nevertheless resulted in payouts for other NEOs that would have otherwise been forfeited. Concerns are heightened given the timing of the decision. Given that the surprise element of the pandemic in early 2020 is generally no longer applicable, there is an expectation that companies maintain incentive program structures without the use of significant adjustments once performance has been assessed. In light of the concerns noted above, the quantitative pay-for-performance misalignment is not mitigated and support for this proposal is not warranted.</i>				
3	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For	For
4	Amend Qualified Employee Stock Purchase Plan	Mgmt	For	For	For
5	Adopt a Policy on China Sourcing	SH	Against	Against	Against

## Deckers Outdoor Corporation

**Meeting Date:** 09/12/2022      **Country:** USA      **Ticker:** DECK  
**Record Date:** 07/14/2022      **Meeting Type:** Annual  
**Primary Security ID:** 243537107

Shares Voted: 4,300

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Director Michael F. Devine, III	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.2	Elect Director David A. Burwick	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.3	Elect Director Nelson C. Chan	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.4	Elect Director Cynthia (Cindy) L. Davis	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				

## Deckers Outdoor Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.5	Elect Director Juan R. Figuereo	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.6	Elect Director Maha S. Ibrahim	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.7	Elect Director Victor Luis	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.8	Elect Director Dave Powers	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.9	Elect Director Lauri M. Shanahan	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.10	Elect Director Bonita C. Stewart	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
2	Ratify KPMG LLP as Auditors	Mgmt	For	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For

## PATTERSON COMPANIES, INC.

**Meeting Date:** 09/12/2022      **Country:** USA      **Ticker:** PDCO  
**Record Date:** 07/15/2022      **Meeting Type:** Annual  
**Primary Security ID:** 703395103

Shares Voted: 13,700

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director John D. Buck	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1b	Elect Director Alex N. Blanco	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1c	Elect Director Jody H. Feragen	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1d	Elect Director Robert C. Frenzel	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1e	Elect Director Philip G. McKoy	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1f	Elect Director Ellen A. Rudnick	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1g	Elect Director Neil A. Schrimsher	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				

## PATTERSON COMPANIES, INC.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1h	Elect Director Mark S. Walchirk	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	For

## NortonLifeLock Inc.

**Meeting Date:** 09/13/2022      **Country:** USA      **Ticker:** NLOK  
**Record Date:** 07/18/2022      **Meeting Type:** Annual  
**Primary Security ID:** 668771108

Shares Voted: 30,597

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Susan P. Barsamian	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1b	Elect Director Eric K. Brandt	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1c	Elect Director Frank E. Dangeard	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1d	Elect Director Nora M. Denzel	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1e	Elect Director Peter A. Feld	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1f	Elect Director Emily Heath	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1g	Elect Director Vincent Pilette	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1h	Elect Director Sherrese M. Smith	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
2	Ratify KPMG LLP as Auditors	Mgmt	For	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
4	Amend Omnibus Stock Plan	Mgmt	For	For	For
5	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	SH	Against	For	For
	<i>Voter Rationale: A vote FOR this item is warranted given that the proposal applies only to future severance arrangements, the current agreements will not be affected, and the proposal offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting.</i>				

## Twitter, Inc.

**Meeting Date:** 09/13/2022

**Country:** USA

**Ticker:** TWTR

**Record Date:** 07/22/2022

**Meeting Type:** Special

**Primary Security ID:** 90184L102

**Shares Voted:** 40,150

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Merger Agreement	Mgmt	For	Refer	For
	<i>Voter Rationale: The board did not conduct a formal auction process and the offer implies a discount to the trailing one-year high. However, questions about opportunism are mitigated by the lack of competing proposals and the lack of shareholder opposition to the transaction. Moreover, the all-cash offer provides liquidity and certainty of value to shareholders, and there is clear downside risk of non-approval. In light of these factors, a vote FOR this proposal is warranted.</i>				
2	Advisory Vote on Golden Parachutes	Mgmt	For	Refer	For
	<i>Voter Rationale: A vote FOR the proposal is warranted. Cash severance is double trigger and of a reasonable basis, with no excise tax gross-ups payable. In addition, unvested equity held by executives will only accelerate upon a qualifying termination.</i>				
3	Adjourn Meeting	Mgmt	For	Refer	For
	<i>Voter Rationale: A vote FOR this proposal is warranted as the underlying transaction warrants shareholder support.</i>				

## Take-Two Interactive Software, Inc.

**Meeting Date:** 09/16/2022

**Country:** USA

**Ticker:** TTWO

**Record Date:** 07/25/2022

**Meeting Type:** Annual

**Primary Security ID:** 874054109

**Shares Voted:** 8,350

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Strauss Zelnick	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1b	Elect Director Michael Dornemann	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1c	Elect Director J Moses	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1d	Elect Director Michael Sheresky	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1e	Elect Director LaVerne Srinivasan	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1f	Elect Director Susan Tolson	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1g	Elect Director Paul Viera	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1h	Elect Director Roland Hernandez	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				

## Take-Two Interactive Software, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1i	Elect Director William "Bing" Gordon	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1j	Elect Director Ellen Siminoff	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against	Against
	<i>Voter Rationale: A vote AGAINST this proposal is warranted, due to longstanding concerns around incentive program target-setting. Compensation for the CEO is primarily paid by the external manager under a management services agreement. Although this arrangement can result in limited pay disclosure, in this case the company provides thorough disclosure of the applicable pay programs. In recent years, there have been goal rigor concerns identified for the company, and a qualitative review of the 2022 annual incentive program renews these concerns. Specifically, the target goal in the STI was set well below the prior year's actual results. While there is proxy disclosure regarding the compensation committee's rationale for lowering its target due to outperformance in FY21 and new challenges for FY22, this disclosure does not substantially mitigate concerns and does not adequately explain why the target was set below pre-pandemic performance levels. This is particularly concerning given that the company has a history of setting goals below the prior year's actual performance, resulting in payouts earned at well-above target or at maximum each year for nearly a decade.</i>				
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	For

## FedEx Corporation

**Meeting Date:** 09/19/2022      **Country:** USA      **Ticker:** FDX  
**Record Date:** 07/25/2022      **Meeting Type:** Annual  
**Primary Security ID:** 31428X106

Shares Voted: 12,586

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Marvin R. Ellison	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR David P. Steiner, the Chairman of the Governance, Safety, and Public Policy Committee, is warranted, with caution, given the partial responsiveness to last year's majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.</i>				
1b	Elect Director Stephen E. Gorman	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR David P. Steiner, the Chairman of the Governance, Safety, and Public Policy Committee, is warranted, with caution, given the partial responsiveness to last year's majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.</i>				
1c	Elect Director Susan Patricia Griffith	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR David P. Steiner, the Chairman of the Governance, Safety, and Public Policy Committee, is warranted, with caution, given the partial responsiveness to last year's majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.</i>				
1d	Elect Director Kimberly A. Jabal	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR David P. Steiner, the Chairman of the Governance, Safety, and Public Policy Committee, is warranted, with caution, given the partial responsiveness to last year's majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.</i>				
1e	Elect Director Amy B. Lane	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR David P. Steiner, the Chairman of the Governance, Safety, and Public Policy Committee, is warranted, with caution, given the partial responsiveness to last year's majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.</i>				

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1f	Elect Director R. Brad Martin	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR David P. Steiner, the Chairman of the Governance, Safety, and Public Policy Committee, is warranted, with caution, given the partial responsiveness to last year's majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.</i>				
1g	Elect Director Nancy A. Norton	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR David P. Steiner, the Chairman of the Governance, Safety, and Public Policy Committee, is warranted, with caution, given the partial responsiveness to last year's majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.</i>				
1h	Elect Director Frederick P. Perpall	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR David P. Steiner, the Chairman of the Governance, Safety, and Public Policy Committee, is warranted, with caution, given the partial responsiveness to last year's majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.</i>				
1i	Elect Director Joshua Cooper Ramo	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR David P. Steiner, the Chairman of the Governance, Safety, and Public Policy Committee, is warranted, with caution, given the partial responsiveness to last year's majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.</i>				
1j	Elect Director Susan C. Schwab	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR David P. Steiner, the Chairman of the Governance, Safety, and Public Policy Committee, is warranted, with caution, given the partial responsiveness to last year's majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.</i>				
1k	Elect Director Frederick W. Smith	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR David P. Steiner, the Chairman of the Governance, Safety, and Public Policy Committee, is warranted, with caution, given the partial responsiveness to last year's majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.</i>				
1l	Elect Director David P. Steiner	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR David P. Steiner, the Chairman of the Governance, Safety, and Public Policy Committee, is warranted, with caution, given the partial responsiveness to last year's majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.</i>				
1m	Elect Director Rajesh Subramaniam	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR David P. Steiner, the Chairman of the Governance, Safety, and Public Policy Committee, is warranted, with caution, given the partial responsiveness to last year's majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.</i>				
1n	Elect Director V. James Vena	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR David P. Steiner, the Chairman of the Governance, Safety, and Public Policy Committee, is warranted, with caution, given the partial responsiveness to last year's majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.</i>				
1o	Elect Director Paul S. Walsh	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR David P. Steiner, the Chairman of the Governance, Safety, and Public Policy Committee, is warranted, with caution, given the partial responsiveness to last year's majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.</i>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	For
4	Amend Omnibus Stock Plan	Mgmt	For	For	For
5	Require Independent Board Chair	SH	Against	For	For
	<i>Voter Rationale: A vote FOR this proposal is warranted as shareholders would benefit from the most robust form of independent oversight of management, in the form of an independent chair.</i>				

## FedEx Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
6	Report on Alignment Between Company Values and Electioneering Contributions	SH	Against	For	For
<p><i>Voter Rationale: A vote FOR this proposal is warranted, as a congruency analysis between FedEx's political contributions spending and its stated values would enable shareholders to better evaluate how well the company is assessing and mitigating risks to its reputation, brand, and shareholder value.</i></p>					
7	Report on Lobbying Payments and Policy	SH	Against	For	For
<p><i>Voter Rationale: A vote FOR this resolution is warranted, as additional information on the company's lobbying expenditures would give shareholders a better understanding of the company's management of its lobbying activities and any related risks and benefits.</i></p>					
8	Report on Racism in Corporate Culture	SH	Against	Against	Against
9	Report on Climate Lobbying	SH	Against	For	For
<p><i>Voter Rationale: A vote FOR this resolution is warranted, as an assessment of the alignment between the company's lobbying activities and the goals of the Paris Agreement would give shareholders a better understanding of the company's management of its lobbying activities and any related risks and benefits.</i></p>					

## Conagra Brands, Inc.

**Meeting Date:** 09/21/2022      **Country:** USA      **Ticker:** CAG  
**Record Date:** 08/01/2022      **Meeting Type:** Annual  
**Primary Security ID:** 205887102

Shares Voted: 25,247

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Anil Arora	Mgmt	For	For	For
<p><i>Voter Rationale: A vote FOR governance committee chair Richard Lenny is warranted, with caution, due to the lack of clarity regarding the engagement efforts and feedback received from shareholders following last year's majority supported shareholder proposal. A vote FOR the remaining director nominees is warranted.</i></p>					
1b	Elect Director Thomas "Tony" K. Brown	Mgmt	For	For	For
<p><i>Voter Rationale: A vote FOR governance committee chair Richard Lenny is warranted, with caution, due to the lack of clarity regarding the engagement efforts and feedback received from shareholders following last year's majority supported shareholder proposal. A vote FOR the remaining director nominees is warranted.</i></p>					
1c	Elect Director Emanuel "Manny" Chirico	Mgmt	For	For	For
<p><i>Voter Rationale: A vote FOR governance committee chair Richard Lenny is warranted, with caution, due to the lack of clarity regarding the engagement efforts and feedback received from shareholders following last year's majority supported shareholder proposal. A vote FOR the remaining director nominees is warranted.</i></p>					
1d	Elect Director Sean M. Connolly	Mgmt	For	For	For
<p><i>Voter Rationale: A vote FOR governance committee chair Richard Lenny is warranted, with caution, due to the lack of clarity regarding the engagement efforts and feedback received from shareholders following last year's majority supported shareholder proposal. A vote FOR the remaining director nominees is warranted.</i></p>					
1e	Elect Director George Dowdie	Mgmt	For	For	For
<p><i>Voter Rationale: A vote FOR governance committee chair Richard Lenny is warranted, with caution, due to the lack of clarity regarding the engagement efforts and feedback received from shareholders following last year's majority supported shareholder proposal. A vote FOR the remaining director nominees is warranted.</i></p>					
1f	Elect Director Fran Horowitz	Mgmt	For	For	For
<p><i>Voter Rationale: A vote FOR governance committee chair Richard Lenny is warranted, with caution, due to the lack of clarity regarding the engagement efforts and feedback received from shareholders following last year's majority supported shareholder proposal. A vote FOR the remaining director nominees is warranted.</i></p>					

## Conagra Brands, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1g	Elect Director Richard H. Lenny	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR governance committee chair Richard Lenny is warranted, with caution, due to the lack of clarity regarding the engagement efforts and feedback received from shareholders following last year's majority supported shareholder proposal. A vote FOR the remaining director nominees is warranted.</i>				
1h	Elect Director Melissa Lora	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR governance committee chair Richard Lenny is warranted, with caution, due to the lack of clarity regarding the engagement efforts and feedback received from shareholders following last year's majority supported shareholder proposal. A vote FOR the remaining director nominees is warranted.</i>				
1i	Elect Director Ruth Ann Marshall	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR governance committee chair Richard Lenny is warranted, with caution, due to the lack of clarity regarding the engagement efforts and feedback received from shareholders following last year's majority supported shareholder proposal. A vote FOR the remaining director nominees is warranted.</i>				
1j	Elect Director Denise A. Paulonis	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR governance committee chair Richard Lenny is warranted, with caution, due to the lack of clarity regarding the engagement efforts and feedback received from shareholders following last year's majority supported shareholder proposal. A vote FOR the remaining director nominees is warranted.</i>				
2	Ratify KPMG LLP as Auditors	Mgmt	For	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
4	Provide Right to Act by Written Consent	Mgmt	For	For	For
5	Require Independent Board Chair	SH	Against	For	For
	<i>Voter Rationale: A vote FOR this proposal is warranted. While the board has historically been chaired by an independent director, concerns have been identified regarding the lead independent director role if one were to ever be appointed. In addition, the adoption of a policy codifying and requiring such a leadership structure moving forward does not appear to be overly intrusive to the board's current practices.</i>				

## Darden Restaurants, Inc.

**Meeting Date:** 09/21/2022      **Country:** USA      **Ticker:** DRI  
**Record Date:** 07/27/2022      **Meeting Type:** Annual  
**Primary Security ID:** 237194105

**Shares Voted:** 6,576

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Director Margaret Shan Atkins	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.2	Elect Director Ricardo 'Rick' Cardenas	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.3	Elect Director Juliana L. Chugg	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.4	Elect Director James P. Fogarty	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				



## Darden Restaurants, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.5	Elect Director Cynthia T. Jamison	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.6	Elect Director Eugene I. Lee, Jr.	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.7	Elect Director Nana Mensah	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.8	Elect Director William S. Simon	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.9	Elect Director Charles M. Sonstebly	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.10	Elect Director Timothy J. Wilmott	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
3	Ratify KPMG LLP as Auditors	Mgmt	For	For	For

## Centene Corporation

**Meeting Date:** 09/27/2022      **Country:** USA      **Ticker:** CNC  
**Record Date:** 08/10/2022      **Meeting Type:** Special  
**Primary Security ID:** 15135B101

Shares Voted: 30,732

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Declassify the Board of Directors	Mgmt	For	Refer	For
	<i>Voter Rationale: A vote FOR this proposal is warranted as it would immediately enhance board accountability to shareholders and demonstrate a commitment to shareholders' interests on the part of management.</i>				
2	Provide Right to Call Special Meeting	Mgmt	For	Refer	For
	<i>Voter Rationale: A vote FOR this proposal is warranted. As the company does not currently provide shareholders with the ability to call special meetings, this would represent an enhancement to shareholders' rights.</i>				
3	Provide Right to Act by Written Consent	Mgmt	For	Refer	For
	<i>Voter Rationale: A vote FOR this proposal is warranted. The right to act by written consent is a powerful tool for shareholders to take action in between annual meetings and is generally considered good governance. Additionally, the company does not have a shareholder who could abuse the written consent right.</i>				
4	Adjourn Meeting	Mgmt	For	Refer	For
	<i>Voter Rationale: A vote FOR this proposal is warranted, as all ballot items merit shareholder support.</i>				

# General Mills, Inc.

Meeting Date: 09/27/2022

Country: USA

Ticker: GIS

Record Date: 07/29/2022

Meeting Type: Annual

Primary Security ID: 370334104

Shares Voted: 31,712

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director R. Kerry Clark	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1b	Elect Director David M. Cordani	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1c	Elect Director C. Kim Goodwin	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1d	Elect Director Jeffrey L. Harmening	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1e	Elect Director Maria G. Henry	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1f	Elect Director Jo Ann Jenkins	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1g	Elect Director Elizabeth C. Lempres	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1h	Elect Director Diane L. Neal	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1i	Elect Director Steve Odland	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1j	Elect Director Maria A. Sastre	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1k	Elect Director Eric D. Sprunk	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1l	Elect Director Jorge A. Uribe	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
2	Approve Omnibus Stock Plan	Mgmt	For	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
4	Ratify KPMG LLP as Auditors	Mgmt	For	For	For
5	Require Independent Board Chair	SH	Against	Against	Against
6	Report on Absolute Plastic Packaging Use Reduction	SH	Against	For	For
	<i>Voter Rationale: A vote FOR this proposal is warranted, as shareholders would benefit from additional information on how the company is managing risks related to its use of plastic packaging.</i>				

## Duke Realty Corporation

Meeting Date: 09/28/2022

Country: USA

Ticker: DRE

Record Date: 08/08/2022

Meeting Type: Special

Primary Security ID: 264411505

Shares Voted: 20,200

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Merger Agreement	Mgmt	For	Refer	For
	<i>Voter Rationale: The company did not conduct an auction, which makes it difficult for shareholders to have market-based certainty that the offered consideration represents the best available alternative. While the value of the merger consideration represents a discount to recent trading prices, the offered consideration represents a premium to the unaffected price and the implied valuation is in line with historical trading levels. Further, there is downside risk of non-approval, and the equity form of consideration allows DRE shareholders to benefit from the expected upside of a larger combined entity. On balance, support FOR the transaction is warranted.</i>				
2	Advisory Vote on Golden Parachutes	Mgmt	For	Refer	Against
	<i>Voter Rationale: A vote AGAINST this proposal is warranted. Although cash severance is double trigger and reasonably based, equity awards are single trigger. Further, NEOs are expected to receive significant problematic excise tax gross-ups pursuant to a program the board is expected to adopt prior to closing. This egregious action contradicts prior statements by the board in its annual proxy which stated that CIC excise tax protections are not in long-term shareholders' interests.</i>				
3	Adjourn Meeting	Mgmt	For	Refer	For
	<i>Voter Rationale: Support FOR this proposal is warranted, as the underlying transaction merits support.</i>				

## Prologis, Inc.

Meeting Date: 09/28/2022

Country: USA

Ticker: PLD

Record Date: 08/08/2022

Meeting Type: Special

Primary Security ID: 74340W103

Shares Voted: 38,970

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Issue Shares in Connection with Merger	Mgmt	For	Refer	For
	<i>Voter Rationale: PLD shares have declined modestly since the unaffected date in comparison to the relevant index. However, the strategic rationale for the transaction is sensible, the transaction is expected to be accretive and result in cost synergies, and the valuation of DRE is in line with historical trading levels. On balance, support FOR the transaction is warranted.</i>				
2	Adjourn Meeting	Mgmt	For	Refer	For
	<i>Voter Rationale: A vote FOR this agenda item is warranted given that the underlying transaction merits support.</i>				

## Worthington Industries, Inc.

Meeting Date: 09/28/2022

Country: USA

Ticker: WOR

Record Date: 08/01/2022

Meeting Type: Annual

Primary Security ID: 981811102

## Worthington Industries, Inc.

Shares Voted: 5,000

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Director Kerrii B. Anderson	Mgmt	For	Refer	Withhold
	<i>Voter Rationale: WITHHOLD votes are warranted for audit committee members Kerrii Anderson and Mary Schiavo in light of the pledging of a significant amount of the company's stock. A vote FOR the remaining director nominees is warranted.</i>				
1.2	Elect Director David P. Blom	Mgmt	For	For	For
	<i>Voter Rationale: WITHHOLD votes are warranted for audit committee members Kerrii Anderson and Mary Schiavo in light of the pledging of a significant amount of the company's stock. A vote FOR the remaining director nominees is warranted.</i>				
1.3	Elect Director John P. McConnell	Mgmt	For	For	For
	<i>Voter Rationale: WITHHOLD votes are warranted for audit committee members Kerrii Anderson and Mary Schiavo in light of the pledging of a significant amount of the company's stock. A vote FOR the remaining director nominees is warranted.</i>				
1.4	Elect Director Mary Schiavo	Mgmt	For	Refer	Withhold
	<i>Voter Rationale: WITHHOLD votes are warranted for audit committee members Kerrii Anderson and Mary Schiavo in light of the pledging of a significant amount of the company's stock. A vote FOR the remaining director nominees is warranted.</i>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
	<i>Voter Rationale: Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.</i>				
3	Ratify KPMG LLP as Auditors	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR this proposal to ratify the auditor is warranted.</i>				

## John Wiley & Sons, Inc.

Meeting Date: 09/29/2022

Country: USA

Ticker: WLY

Record Date: 08/05/2022

Meeting Type: Annual

Primary Security ID: 968223206

Shares Voted: 6,800

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Director Beth A. Birnbaum	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.2	Elect Director David C. Dobson	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.3	Elect Director Brian O. Hemphill	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1.4	Elect Director Inder M. Singh	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
2	Ratify KPMG LLP as Auditors	Mgmt	For	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
4	Approve Omnibus Stock Plan	Mgmt	For	For	For

# Lamb Weston Holdings, Inc.

Meeting Date: 09/29/2022

Country: USA

Ticker: LW

Record Date: 08/01/2022

Meeting Type: Annual

Primary Security ID: 513272104

Shares Voted: 7,590

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Peter J. Bensen	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1b	Elect Director Charles A. Blixt	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1c	Elect Director Robert J. Coviello	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1d	Elect Director Andre J. Hawaux	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1e	Elect Director W.G. Jurgensen	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1f	Elect Director Thomas P. Maurer	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1g	Elect Director Hala G. Moddelmog	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1h	Elect Director Robert A. Niblock	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1i	Elect Director Maria Renna Sharpe	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
1j	Elect Director Thomas P. Werner	Mgmt	For	For	For
	<i>Voter Rationale: A vote FOR the director nominees is warranted.</i>				
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For
3	Ratify KPMG LLP as Auditors	Mgmt	For	For	For